

231565

COVINGTON & BURLING LLP

1201 PENNSYLVANIA AVENUE NW
WASHINGTON, DC 20004-2401
TEL 202 662 6000
FAX 202 662 6291
WWW.COV.COM

BEIJING
BRUSSELS
LONDON
NEW YORK
SAN DIEGO
SAN FRANCISCO
SILICON VALLEY
WASHINGTON

MICHAEL L. ROSENTHAL
TEL 202 662 6448
FAX 202 778 5448
MROSENTHAL@COV.COM

December 23, 2011

ENTERED
Office of Proceedings

DEC 23 2011

Part of
Public Record

FILED ELECTRONICALLY

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Re: STB Finance Docket No. 35504, *Union Pacific Railroad Company --
Petition for Declaratory Order*

Dear Ms. Brown:

In accordance with the Board's decision served on December 12, 2011, in the referenced proceeding, Union Pacific Railroad Company ("UP") hereby submits its Notice of Intent to Participate. Please show the following as counsel of record for UP:

Michael L. Rosenthal
Covington & Burling LLP
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

J. Michael Hemmer
Louise A. Rinn
Danielle E. Bode
Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179

Respectfully submitted,



Michael L. Rosenthal
Counsel for Union Pacific
Railroad Company